

PUBLIC DISCLOSURE

February 6, 2006

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

FIDELITY MANAGEMENT TRUST COMPANY

**82 DEVONSHIRE STREET
BOSTON, MA 02109**

**DIVISION OF BANKS
ONE SOUTH STATION
BOSTON, MA 02110**

<p>NOTE: This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the Division of Banks concerning the safety and soundness of this financial institution.</p>
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GENERAL INFORMATION

The Community Reinvestment Act ("CRA") requires the Massachusetts Division of Banks ("Division") to use its authority when examining financial institutions subject to its supervision, to assess the institution's record of meeting the needs of its entire assessment area, including low and moderate-income neighborhoods, consistent with safe and sound operation of the institution. Upon conclusion of such examination, the Division must prepare a written evaluation of the institution's record of meeting the credit needs of its assessment area.

This document is an evaluation of the CRA performance of **Fidelity Management Trust Company ("Fidelity Management" or the "Bank")** prepared by the Division, the institution's supervisory agency.

INSTITUTION'S CRA RATING: This institution is rated "Satisfactory ".

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its assessment area, including low and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Fidelity Management Trust Company is designated as a wholesale institution under the laws of the Commonwealth of Massachusetts. Under the CRA regulation, the CRA performance of wholesale institutions is assessed under the community development test. The Community Development Test considers the activity and initiatives of an institution's community development lending, qualified investments and services with the primary purpose of community development. The institution's responsiveness to community development needs is also evaluated.

Fidelity Management does not provide extensions of credit or credit facilities to retail customers. Therefore, the institution engages in community development activities primarily through equity investments and charitable contributions. Community development lending credit is derived through its investment in the Boston Community Loan Fund whereby the institution receives its pro-rata share of the fund's lending activity. Community development investment credit comes directly through the institution's charitable contributions to qualified organizations whose primary purpose is community development. Community development services are provided through an intermediary organization that partners Fidelity Management professionals with area non-profits in need of financial and technical expertise.

Given the nature of its business, Fidelity Management has a satisfactory level of community development lending, investments and services and has exhibited adequate responsiveness to credit and community economic development needs in its assessment area.

PERFORMANCE CONTEXT

Description of Institution

Fidelity Management is designated as a wholesale institution under the laws of the Commonwealth of Massachusetts. As of December 31, 2005, the institution had total assets of \$159,842,212.

Fidelity Management is an institution grand-fathered under the provisions of the Competitive Equality Banking Act of 1987 ("CEBA"). The provisions of CEBA significantly restrict the activities in which Fidelity Management may engage. Fidelity Management's primary business is providing trust services to employee benefit plans, pension plans, corporations, and other institutional investors. Fidelity Management also provides personal trust and management services to individual customers. Fidelity Management does not engage in the business of making consumer loans, mortgage loans, or commercial loans.

Fidelity Management's main office is located at 82 Devonshire Street, Boston, Massachusetts. The main office is not open to the public. Fidelity Management also maintains an office located at 53 State Street, Boston. The CRA public file for Fidelity Management is located at the 53 State Street location.

Fidelity Management is a subsidiary of Fidelity Management & Resources Corporations, ("FMR"), which was incorporated in Massachusetts in 1977. Through its wide network of subsidiaries, FMR provides investment advisory, management and shareholder services to the Fidelity Investments family of mutual funds. FMR owns 100 percent of Fidelity Management. FMR provides investment and corporate administrative services to the Bank and expenses are allocated to the Bank for these services.

Fidelity Management outlines its two-pronged approach in relation to CRA activities in the following manner: First, the institution takes one percent of their total asset size and seeks investments in securities issued by local governments and agencies including the Massachusetts Housing Finance Agency and the Boston Community Loan Fund. Secondly, the institution provides financial support and services through grants to local community organizations. This plan envisions a program that balances investments and grants to support activities by organizations that provide opportunities for economic development, home ownership and rehabilitation, and credit counseling. The Bank's formula for investing provides that 10% is given in the form of grants that the CRA committee has approved and 90% is invested in qualified community development investments.

Fidelity Management was last examined for compliance with the CRA by the Division as of October 23, 2001. That examination resulted in a rating of Satisfactory.

PERFORMANCE CONTEXT (CONTINUED)

Description of Assessment Area

Since Fidelity Management's primary business is the provision of financial and fiduciary services to employee benefit plans, institutional investors and Fidelity Group shareholders throughout the United States, its service area is the entire country. However, Fidelity Management recognizes its special obligation of service to the community in which it has its physical location. Understanding this obligation to the Commonwealth of Massachusetts and the City of Boston, Fidelity Management has placed special emphasis on those communities located in Suffolk County. Therefore, the institution's assessment area consists of the cities of Boston, Chelsea, Winthrop, and Revere. This delineation is located within the Boston Metropolitan Statistical Area ("MSA").

PERFORMANCE CRITERIA

Fidelity Management is considered a limited purpose wholesale institution and is, therefore, evaluated under the Community Development Test of the regulation. The Community Development Test considers the institution's level of lending, investment and service activities as defined under the CRA regulation. The CRA regulation defines community development as activities that promote affordable housing for low and moderate-income individuals, community services targeted to low and moderate-income individuals, activities that promote economic development by financing small businesses or small farms and activities that revitalize or stabilize low and moderate-income geographies. Fidelity Management's community development activities are detailed below.

As mentioned previously, Fidelity Management does not extend any forms of credit; therefore, the institution engages in community development activities primarily through investment, philanthropic and service-related efforts. As a result of the level of Fidelity Management's qualified investment, grant and service efforts, the institution's CRA performance is Satisfactory for the time period January 1, 2003 through December 31, 2005.

Fidelity Management has a seven member CRA Committee that meets monthly and is chaired by the CRA Officer. In addition, the CRA Committee presents quarterly reports to the parent company's Board of Directors detailing the CRA efforts of the trust company.

COMMUNITY DEVELOPMENT LENDING

Boston Community Capital Loan Fund ("BCLF")

The BCLF was established as a non-profit in 1985 to provide equity and subordinated debt financing to small businesses that promote economic development and that revitalize or stabilize low -and moderate-income neighborhoods in Massachusetts. As of the prior exam, Fidelity Management had \$250,000 in the BCLF, which was designated as a Community Development Financial Institution ("CDFI") in 1997. During the review period, the Bank invested an additional \$750,000 to bring their capital contribution to this fund to \$1,000,000.

Fidelity Management's investment has fluctuated between 3.4 percent and 2.5 percent of the fund's permanent capital at various intervals during the examination period. According to the CRA regulations, an institution may receive consideration for its pro-rata share of the organization's community development loans. Fidelity Management opted to receive credit for BCLF's loans as an alternative to the amount of its qualified investment. During the review period, BCLF granted 102 loans totaling \$88 million to various community development organizations, the majority of which are located in the Commonwealth of Massachusetts and the Bank's assessment area. The Bank's pro-rata share of the fund's overall lending for calendar years 2003, 2004, and 2005 was \$995,557, \$1,574,334, and \$2,739,401, respectively.

PERFORMANCE CRITERIA (CONTINUED)

QUALIFIED INVESTMENTS

Fidelity Management has maintained a reasonable level of community development investments for the time period covered by this examination. Fidelity Management made qualified contributions totaling \$392,500 from, January 1, 2003 through December 31, 2005. The following are examples of some of the community development grants to various organizations and agencies over the time period covered by this examination:

Tenacity Inc.

Tenacity is an organization that aims to “improve the scholastic, character, and physical development of urban youth through a combination of tennis instruction, competition and academic support with a focus on life-skills.” This is accomplished through two core programs: The Summer Tennis and Reading Program which serves about 2,500 children per summer and the After-School Excellence Program which services approximately 100 children who participate.

Boston Building Materials Cooperative Charitable and Educational Fund

The Building Materials Resource Center (“BMRC”) is an operation based out of Roxbury. The organization’s mission is to promote a healthy environment, affordable housing and community revitalization. BMRC collects new and used building materials and sells them to homeowners and non-profits at a reasonable price. Selling these materials to homeowners for a modest fee, allows for home repairs, homeownership retention and neighborhood improvements.

Boston Employment Service, Inc. (“STRIVE”)

STRIVE was founded in 1994. Its mission is to recruit, train and place in entry-level jobs young adults. STRIVE has a 20 year record of success with clients whose troubled lives, emotional problems, incomplete education and lack of professional experience combined lock them out of today’s workplace. STRIVE recruits young adults that have experienced childhood abuse, domestic violence, addiction, incarceration or homelessness.

Madison Park Development Corporation (“MPDC”)

Founded in 1966, MPDC’s mission is to facilitate and contribute to the physical, economic, social and cultural renaissance of the Lower Roxbury area while creating a positive image for Roxbury. MPDC is a community development corporation (CDC) that has provided economic development programs and developed affordable housing in the Roxbury area for 37 years.

PERFORMANCE CRITERIA (CONTINUED)

QUALIFIED INVESTMENTS (CONTINUED)

Citizens Housing and Planning Association (“CHAPA”)

CHAPA is a statewide housing policy and research organization in Massachusetts. Established in 1967, CHAPA represents all interests in the housing field, including non-profit and for-profit developers, advocates, homeowners, tenants, lenders, property managers, and government officials. The organization’s mission is to encourage the production and preservation of housing that is affordable to low-income families and individuals.

Generations Incorporated (“GI”)

GI unites older adults and youth in service to strengthen individuals and communities. Founded in 1991, GI was an early pioneer in the intergenerational field. Their original vision was to connect youth with local seniors living in nursing homes to reduce their isolation. Since 1997, they have provided Boston public schools and after-school programs with highly trained older adult volunteers (ages 55+) who serve as literacy coaches and mentors.

Vietnamese-American Civic Association

This organization is the largest service provider to the Vietnamese community in the region. This program helps clients address major life issues such as finding affordable housing, healthcare coverage, legal and immigrant advice and enrollments in cash assistance programs. They provide a foundation for clients so that they can address larger issues such as employment, education and other means of self-sufficiency.

Greater Lynn Senior Services (“GLSS”)

This organization was established in 1976 to provide a range of services to the elderly in the Lynn, Lynnfield, Nahant, Saugus and Swampscott areas. Two of their larger programs are “The Ride,” providing 300,000 rides annually and the Meals on Wheels Program, which provides 1,300 meals daily. GLSS also offers sixteen on-site programs for the elderly, disabled and caregivers.

Children’s Trust Fund (“CTF”)

CTF was created in 1988 by the Massachusetts Legislature as a public–private partnership and is the only statewide nonprofit dedicated solely to the prevention of child abuse. CTF funds a network of over 100 community-based prevention programs and services. The grant provided by Fidelity Management helped support a comprehensive, voluntary newborn home visiting program that provides support and information to all first-time parents under 21 in every community in Massachusetts.

PERFORMANCE CRITERIA (CONTINUED)

QUALIFIED INVESTMENTS (CONTINUED)

Horizons for Homeless Children (“Horizons”)

Horizons was established in 1988 to improve the lives of homeless families. The two main direct service programs are the Community Children’s Centers and the Play Space Programs. The Centers are full-time early education and child care centers currently serving about 126 children a day, ages 3 months to 5 years from area homeless shelters. While the children are involved in all day classes, the parents are in need-related programs, whether it is job training or GED classes. The two centers are located in Dorchester and Jamaica Plain. The Play Space Programs are in 54 shelters serving about 700 children each week. In addition, Horizons has a Training and Technical Assistance Program which presents training workshops and conferences locally and nationally to service providers who work with children experiencing homelessness.

Women’s Lunch Place

The Women’s Lunch Place was founded in 1982 to provide food, resources, advocacy and temporary shelter for poor and homeless women in Boston. Since its inception, this group has gone from being a lunch provider with minimal services three days a week to more of a full service organization open 6 days a week serving 80-125 women daily. In addition to breakfast and lunch, the Lunch Place has on-site medical care in collaboration with Women of Means, Inc., an Advocacy and Legal Assistance Program, jobs skills classes, art courses and a reading group.

Prior Commitments: Fully Funded

The following reflects the qualified investment which is fully funded by Fidelity Management prior to the examination period and carried on the institution’s books during the review period. The current book value of this investment is \$201,186.

Massachusetts Housing Finance Agency (“MHFA”) Bonds - \$250,000

In 1996, Fidelity Management invested \$250,000 in MHFA Revenue Bonds. The investment is part of the single family housing revenue bond program that is designed to address the specific housing needs, within the Commonwealth of Massachusetts, for persons and families of low- and moderate-income.

PERFORMANCE CRITERIA (CONTINUED)

COMMUNITY DEVELOPMENT SERVICES

Fidelity Management's employees and officers offer their financial and technical expertise through an organization called Harbinger Partners. Harbinger Partners is an organization that works as a bridge between community-based non-profits and leading local or national companies. By matching skilled company workers with non-profits in need of professional assistance, Harbinger Partners helps non-profits become more effective; structures skill based volunteer opportunities for company employees and fosters relationships between both organizations.

Fidelity Management technology professionals volunteered their time and expertise to help the following organizations with their systems and technology needs:

Boston Learning Center; Cambridge Arts Council; ACE (Alternatives for Community and Environment); Somerville Cambridge Elder Services; and Generations Incorporated.

Fidelity Management also conducts a voluntary survey of its employee community involvement on an annual basis. The purpose of the survey is to discover possible outlets from which the company can ascertain the needs of community organizations that are currently being unfulfilled.

FAIR LENDING POLICIES AND PRACTICES

The institution does not provide extensions of credit or credit facilities.

PERFORMANCE EVALUATION DISCLOSURE GUIDE

Massachusetts General Laws Chapter 167, Section 14, as amended, and the Uniform Interagency Community Reinvestment Act (CRA) Guidelines for Disclosure of Written Evaluations require all financial institutions to take the following actions within 30 business days of receipt of the CRA evaluation of their institution:

- 1) Make its most current CRA performance evaluation available to the public;
- 2) At a minimum, place the evaluation in the institution's CRA public file located at the head office and at a designated office in assessment area;
- 3) Add the following language to the institution's required CRA public notice that is posted in each depository facility:

"You may obtain the public section of our most recent CRA Performance Evaluation, which was prepared by the Massachusetts Division of Banks, at, 82 Devonshire Street, Boston, MA 02109.

[Please Note: If the institution has more than one assessment area, each office (other than off-premises electronic deposit facilities) in that area shall also include the address of the designated office for that area.]

- 4) Provide a copy of its current evaluation to the public, upon request. In connection with this, the institution is authorized to charge a fee which does not exceed the cost of reproduction and mailing (if applicable).

The format and content of the institution's evaluation, as prepared by its supervisory agency, may not be altered or abridged in any manner. The institution is encouraged to include its response to the evaluation in its CRA public file.